

21948-B  
RECORDATION UNIT  
FEB 22 '99  
FILED  
2-05 PM

DJJ Transportation Services, Inc.  
*a subsidiary of*  
The David J. Joseph Company

February 12, 1999

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Amendment No. 2 to Schedule No. 001 to the Railroad Equipment Master Lease dated February 2, 1999 between the following parties:

Lessor: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Lessee: Ohio Central Railroad  
136 South 5<sup>th</sup> Street  
Coshocton, OH 43812

Please see Exhibit A, as set forth in the document of the equipment involved in this transaction.

Please file this agreement as a secondary document, the fee of \$26.00 is included on the enclosed check No. 456084. The lease to which this amendment is connected is recorded under Recordation Number 21948, and a subsequent document under Recordation Number 21948-A.

Sincerely,

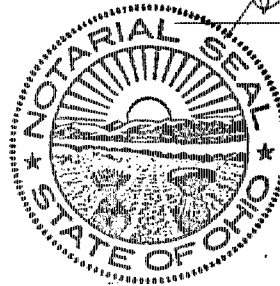
THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon  
Contract Assistant

Enclosures

**CERTIFICATE**

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B. Bacon  
Notary Public

**SHELLEY B. BACON**  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Shelley B. Bacon  
DJJ Transportation Services, Inc.  
800 Pike Street  
Cincinnati, Ohio 45202-4214

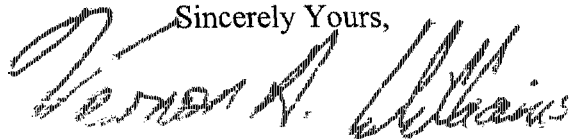
Dear Sir/Madam

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 2/22/99 at 2:05PM, and

assigned recordation numbers (s): 21948-B

Sincerely Yours,



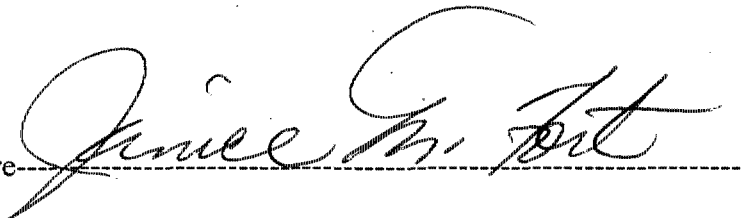
Vernon A. Williams

Enclosure(s)

26.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RECORDATION NO. 21948-B FILED

FEB 22 '99

2-05 PM

MEMORANDUM OF  
AMENDMENT NO. 2 TO SCHEDULE NO. 001  
TO THE RAILROAD EQUIPMENT MASTER LEASE

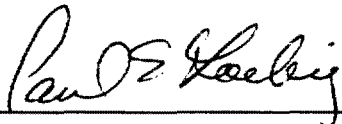
This **MEMORANDUM OF AMENDMENT NO. 2 TO SCHEDULE NO. 001 TO THE RAILROAD EQUIPMENT MASTER LEASE** ("Memorandum of Amendment No. 2") entered into this 2nd day of February, 1999, is intended to evidence the amendment dated as of February 2, 1999 (the "Amendment No. 2"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **OHIO CENTRAL RAILROAD**, an Ohio corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the fifty-two (52) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**FURTHER**, the Memorandum of Railroad Equipment Master Lease (the "Memorandum of Lease") dated December 15, 1998, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on January 8, 1999 with Recordation No. 21948. Subsequently, the Memorandum of Amendment No. 1 to Schedule No. 001 to the Railroad Equipment Master Lease was duly filed with the STB on \_\_\_\_\_ with Recordation No. 21948-A. This Memorandum of Amendment No. 2 should receive Recordation No. 21948-B.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 on the date indicated below its signature.

**DJJ TRANSPORTATION SERVICES, INC.**

**OHIO CENTRAL RAILROAD**

By: 

By: 

Name: Paul E. Loebig

Name: William A. Strawn II

Title: Vice President

Title: President

Date: February 2, 1999

Date: 2-4-99

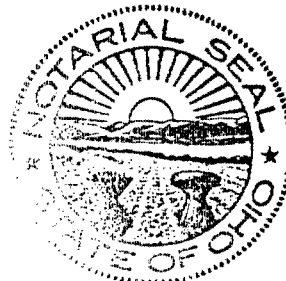
STATE OF OHIO                    )  
  )  
COUNTY OF HAMILTON )       SS:

The foregoing instrument was acknowledged before me this 2nd day of February, 1999, by Paul E. Loebig, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M. Woodard  
Notary Public

My Commission expires:

Sept. 24, 2002



JULIE M. WOODARD  
Notary Public, State of Ohio  
My Commission Expires Sept. 24, 2002

STATE OF \_\_\_\_\_ )  
  )  
COUNTY OF \_\_\_\_\_ )       SS:

The foregoing instrument was acknowledged before me this 4TH day of February, 1999, by William A. Strawn II, the President of Ohio Central Railroad, an Ohio corporation, on behalf of the corporation.

Kimberly R. Wright  
Notary Public

My Commission expires:

July 2, 2003



KIMBERLY R. WRIGHT  
Notary Public, State of Ohio  
My Commission Expires  
July 2nd, 2003

## **EXHIBIT A**

To the Memorandum of Amendment No. 2 dated February 2, 1999, between DJJ Transportation Services, Inc. and Ohio Central Railroad.

### **DESCRIPTION OF UNITS**

Fifty-two (52) railcars bearing reporting marks as follows:

OHCR 6001 - 6052, inclusive.